

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Morris Matthew Shawn</u>			2. Issuer Name and Ticker or Trading Symbol <u>Privia Health Group, Inc. [ PRVA ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
PRIVIA HEALTH GROUP, INC. 950 N. GLEBE RD., SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ARLINGTON VA 22203</u>			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share	05/01/2023		M		17,185	A	\$2	138,924	D	
Common Stock, \$0.01 par value per share	05/01/2023		S		17,185 <sup>(1)</sup>	D	\$28.03 <sup>(2)</sup>	121,739	D	
Common Stock, \$0.01 par value per share	05/01/2023		S		8,000 <sup>(3)</sup>	D	\$27.58 <sup>(4)</sup>	113,739	D	
Common Stock, \$0.01 par value per share	05/02/2023		S		8,094 <sup>(5)</sup>	D	\$27.26 <sup>(6)</sup>	105,645	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (Right to Purchase)	\$2	05/01/2023		M		17,185	(7)	08/27/2033	Common Stock	17,185	\$0	4,381,766	D	

**Explanation of Responses:**

- The sale of 17,185 shares reported in this row were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 31, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.16 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- The sale of 8,000 shares reported in this row represents a nondiscretionary sale of shares required to be sold by the reporting person pursuant to a "sell to cover" transaction to satisfy tax withholding obligations in connection with the vesting and settlement of restricted stock units.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of a trade on behalf of multiple employees of Privia Health Group, Inc. in multiple transactions at prices ranging from \$27.29 to \$27.92 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- The sale of 8,094 shares reported in this row represents a nondiscretionary sale of shares required to be sold by the reporting person pursuant to a "sell to cover" transaction to satisfy tax withholding obligations in connection with the vesting and settlement of restricted stock units.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of a trade on behalf of multiple employees of Privia Health Group, Inc. in multiple transactions at prices ranging from \$26.95 to \$27.87 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- All stock options are fully vested and exercisable.

**Remarks:**

/s/ Thomas Bartrum, as attorney-in-fact 05/03/2023  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.